

15172-0

#13

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

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INTERSTATE COMMERCE COMMISSION

November 22, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-327A079

Date NOV 22 1988

Fee \$ 13.00

ICC Washington, D.C.

NOV 22 12 35 PM '88
100 STAFF OF
T. J. STOFF
MOTOR OPERATOR UNIT

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Termination Agreement and Release dated November 7, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement dated as of December 19, 1986, which was duly filed and recorded on February 20, 1987 and assigned Recordation Number 15172-A.

The names and addresses of the parties executing the enclosed document are:

Maryland and Pennsylvania Railroad Company
1 West Market Street
York, Pennsylvania 17401

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

The railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C.T. Alvord

C. Alvord

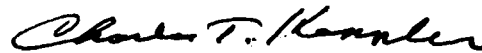
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
November 22, 1988
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Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Termination Agreement and Release dated November 7, 1988 executed by Maryland and Pennsylvania Railroad Company and Wilmington Trust Company covering 275 railcars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

275 Boxcars bearing reporting marks CPAA-208500 through CPAA-208675; and CPAA-208775 through CPAA-208873.

REC-15172-9
NOV 22 1988 12 24 PM
INTERSTATE COMMERCE COMMISSION
TERMINATION AGREEMENT AND RELEASE

WHEREAS, Wilmington Trust Company ("WTC") and the Maryland and Pennsylvania Railroad Company ("MPA") are party to a Security Agreement (the "Security Agreement") dated as of December 19, 1986, covering two hundred seventy-five (275) boxcars bearing road numbers listed on Exhibit A attached hereto and made a part hereto (the "Cars");

WHEREAS, the Security Agreement was filed with the Interstate Commerce Commission on February 20, 1987 and bears Recordation No. 15172-A; and

WHEREAS, WTC and MPA desire to terminate the Security Agreement and WTC desires to release the lien and security interest created pursuant to the Security Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Security Agreement is terminated and the Cars are released from the liens, assignment and security interest created thereunder.

2. Filing. The parties consent to the filing of this Termination and Release and any other necessary documents with the Interstate Commerce Commission (and, if necessary, with any other regulatory or governmental entity) to effect a release of this lien of record existing against the Cars.

3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be

deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

WITNESS:

By: David A. Pearl

WILMINGTON TRUST COMPANY

By: [Signature]
Title: Senior Financial Services Officer

WITNESS:

By: Horace M. Yabluchin

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By: [Signature]
Title: Controller & Secretary

STATE OF Delaware)
COUNTY OF New Castle) ss.

On this 7th day of November, 1988, before me personally appeared, Arden M. Knott, to me personally known, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 7th day of
October, 1988.

November

Annmarie Wileczek
Notary Public

MY COMMISSION EXPIRES
SEPTEMBER 19, 1990

STATE OF Pennsylvania)
COUNTY OF York) ss.

On this 4th day of November, 1988, before me personally appeared, Joseph W. Wilks, to me personally known, who being by me duly sworn, says that (s)he is the Controller - Sec. of the MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 4th day of
October, 1988.

Annmarie Wileczek
Notary Public

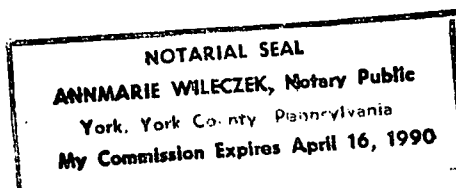


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275 Boxcars bearing reporting marks CPAA-208500 through CPAA-208675; and CPAA-208775 through CPAA-208873.